

EXHIBIT B

United States District Court
District of Massachusetts

Holt Systems, Inc. |
Plaintiff

v.

No. 00-12240 REK

Hydro-fab, Inc.
et als |

Defendants

Settlement Agreement

The parties agree to settle all
claims as follows:

1. All claims of all parties
will be dismissed with prejudice;

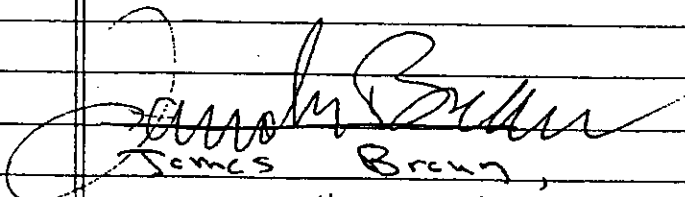
2. The non-competition agreement
between Holt and Pastore is
rescinded and voided, and Pastore
may compete with Holt so
long as Pastore does not
infringe any patent sold to
Holt by Pastore and Hydro-fab.


and Pastore agrees not to solicit or use the services of Paul Meeks, Jeff Sanger, Yousoff Moseli, George Kellogg, Ray Chessman or any other agent or representative of or under contract with Hott at the present time so long as they remain under contract with Hott.

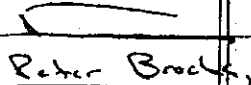
3. Each of the parties agrees not to make any disparaging comments about the other.


4. Each of the parties shall bear their own costs and attorneys fees.

Dated at Boston this 14th day of May, 2001.


James Braun,
individually and
on behalf of
Hott Systems


Joseph Pastore,
individually and
on behalf of
Hydro Fed, Inc.


Peter Brock,
attorney for
Braun of
Hott
0003


A. David Mazzone

United States District Court
Advanced Marine Tech

10/17/2001 10:38 FAX 2077812247

NOTICE OF MEDIATION

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF MASSACHUSETTS

HOH Systems, Inc.,
Plaintiff,

v.

CIVIL ACTION NO. 00-12240-REK

Hydrofab, Inc., et al.,
Defendants.

TAKE NOTICE that the above-entitled case has been scheduled for **MEDIATION** with principals present at 10:30 a.m., Monday, May 14, 2001 in Courtroom 17 on the fifth floor of the United States District Courthouse, 1 Courthouse Way, Fan Pier, Boston, Massachusetts. The Honorable A. David Mazzone will be the mediator.

April 26, 2001

By:

Tony Anastas, Clerk

Karim D. D. D.

Deputy Clerk

To: ALL COUNSEL OF RECORD

DOCKETED

33

INFORMATION ABOUT MEDIATION

PREPARATION FOR MEDIATION

Your case has been assigned to Judge A. David Mazzone for mediation. Judge Mazzone accepts, but does not require, submissions that would aid him in resolving the case. A party who elects to submit a mediation memorandum may choose whether to provide it in confidence only to the Judge or to send it to opposing counsel as well. In either case, memoranda should be delivered directly to The Honorable A. David Mazzone, United States District Court, 1 Courthouse Way, Suite 5730, Boston, Massachusetts, 02210. Submissions should not be filed with the Clerk's Office. Judge Mazzone appreciates receiving brief memoranda, at the latest, two days in advance of the mediation in the morning.

Each memorandum shall be held in confidence by the court and shall be discarded at the conclusion of the mediation. Please direct any questions about mediation memoranda to Amy Bressler Nee at Judge Mazzone's chambers, (617) 748-9109.

THE MEDIATION PROCESS

Mediation is a voluntary, confidential process. Counsel should be present with their clients with full authority to settle. The court should be consulted ahead of time about any client's inability to be present.

At the mediation, the Judge will meet with all participants together to explain the mediation process and engage in an initial discussion of the case. Subsequently, the Judge will have a series of private meetings with counsel and clients on each side separately to explore possibilities of settlement. After a series of such private meetings, the Judge will bring the participants together to conclude the process.

The Judge does not regard mediation as an evidentiary hearing. Counsel are discouraged from bringing posters, videos, computer or slide presentations, audio tapes, etc.

Possible outcomes of mediation include, among others, settling all or part of the case, determining that no settlement is currently possible, or identifying a strategy for making the case ready for more productive settlement efforts.

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

HOH Systems, Inc.,
Plaintiff

CA00-12240REK

v.

Hydrofab, Inc.,
Defendant

NOTICE

KEETON D.J.

PLEASE TAKE NOTICE that the above entitled matter has been set for a hearing on motion to withdraw counsel (#31, motion for leave to terminate representation) on Thursday, May 10, 2001 at 12:00 noon, before the Honorable Robert E. Keeton in courtroom #3 on the 3rd floor.

TONY ANASTAS, CLERK

4/27/2001
Date

By: [Signature]
Deputy Clerk

Notice mailed to: all counsel

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24